

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re :  
: Chapter 11  
SEARS HOLDINGS CORPORATION, *et al.*, :  
: Case No. 18-23538 (RDD)  
:   
Debtors.<sup>1</sup> : (Jointly Administered)  
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AFFIDAVIT AND DISCLOSURE STATEMENT OF SERVICE,  
ON BEHALF OF SEARS HOLDINGS CORPORATION, *et al.*

STATE OF TEXAS )  
 ) s.s.:  
COUNTY OF BEXAR)

Kevin F. Mickits, being duly sworn, upon his oath, deposes and says as follows:

1. I am a partner with Upton, Mickits & Heyman LLC (the “**Firm**”).
2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”). The firm generally represents debtors in litigation throughout Central and South Texas.

3. The Services include, but are not limited to, defending debtors in State and Federal Civil Litigation. These services are reasonable and necessary since the firm has and continues to represent debtors.

4. The Firm has performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

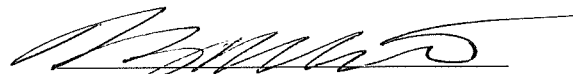
7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$13,048.45 in respect of prepetition services rendered to the Debtors. The firm is counsel of record

on the following matters and continue to provide services associated with these civil suits, now subject to mandatory stay:


- (a) Cause No. CL-17-4670-E; *Juanita Santa Maria v. Sears Holdings Corporation, Sears Holdings Management Corporation d/b/a SHMC, Inc., Kmart Stores of Texas, LLC, Kmart Operations, LLC and Kmart Corporation*; In the County Court at Law No. 5, Hidalgo County, Texas; initial representation date: January 19, 2018.
- (b) Cause No. C-1923-18-J; *Rebecca Ramirez, Individually and a/n/f XXXX, Minor Child v. Sears Holding Management Corporation*; In the District Court of Hidalgo County, 430<sup>th</sup> Judicial District; initial representation date: 7/30/18.
- (c) Cause No. 2018CCV61179-3; *Rosario R. Garcia v. Sears Roebuck & Co.*; In the County Court at Law No. 3, Nueces County, Texas; initial representation date: 7/30/18.
- (d) Cause No. CL-17-2805-B; *Walter Michael McGee v. Sears, Roebuck and Company and Sears Holdings Management Corporation d/b/a SHMC*; In the County Court at Law No. 2, Hidalgo County, Texas; initial representation date: 7/27/17.
- (e) Cause No. C-1-CV-18-003048; *Maria A. Vega Rubio v. Sears Holdings Management Corporation d/b/a SHMC, Inc., and Regency Centers Corporation of Florida a/k/a Pacific Retail Trust d/b/a Hancock Center*; In the County Court at Law No. 1, Travis County, Texas; initial representation date: 4/27/18.
- (f) Cause No. CL-18-0835-F; *Olga Lydia Hernandez v. Kmart Stores of Texas, L.L.C.*; In the County Court at Law Number 6, Hidalgo County, Texas; initial representation date: 3/16/18.

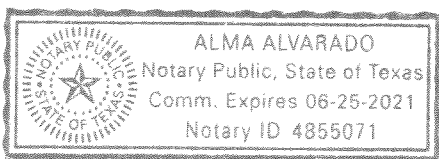
8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on January 15, 2019.

  
Affiant Name

SWORN TO AND SUBSCRIBED before  
Me this 15th day of January, 2019

  
Notary Public



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** :  
 : **Chapter 11**  
**SEARS HOLDINGS CORPORATION, et al.,** :  
 : **Case No. 18-23538 (RDD)**  
 :  
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
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**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

Kevin F. Mickits  
Upton, Mickits & Heymann, LLC  
7800 IH-10 West, Suite 740  
San Antonio, Texas 78230  
(210) 881-3080  
(210) 881-3090 Fax  
Email: [kfm@umhlaw.com](mailto:kfm@umhlaw.com)

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

2. Date of retention: January 29, 2018

3. Type of services to be provided:

Legal representation for Sears associated with personal injury actions filed against debtors.

4. Brief description of services to be provided:

Reasonable and necessary legal defense of debtors associated with civil causes of action generally focusing upon personal injury claims.

5. Arrangements for compensation (hourly, contingent, etc.): Hourly

(a) Average hourly rate (if applicable): \$150.00/hr.

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

Approximately \$500.00 - \$1,000.00 monthly

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$13,048.45

Date claim arose: January 29, 2018 to present.

Nature of claim: Compensation for legal services provided to Debtors.

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company.

Name: There are no such claims.

Status: There are no such claims.

Amount of claim: There are no such claims.

Date claim arose: There are no such claims.

Nature of claim: There are no such claims.

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed.

To the undersigned's knowledge, there are no such adverse interests.

9. Name and title of individual completing this form:

Kevin F. Mickits  
Attorney at Law  
Upton, Mickits & Heymann, LLC  
7800 IH-10 West, Suite 740  
San Antonio, Texas 78230  
(210) 881-3080  
(210) 881-3090 Fax  
Email: [kfm@umhlaw.com](mailto:kfm@umhlaw.com)

Dated: January 15, 2019